



REQUEST FOR PROPOSALS

THE IMPRESSIONS ON MAIN

A MIXED-USE DEVELOPMENT

WEST MAIN STREET AT NORTH COOPER STREET



REQUEST FOR PROPOSALS

**THE IMPRESSIONS ON MAIN
A MIXED USE DEVELOPMENT
West Main Street at North Cooper Street
Arlington, Texas**

RFP CDP-16-001

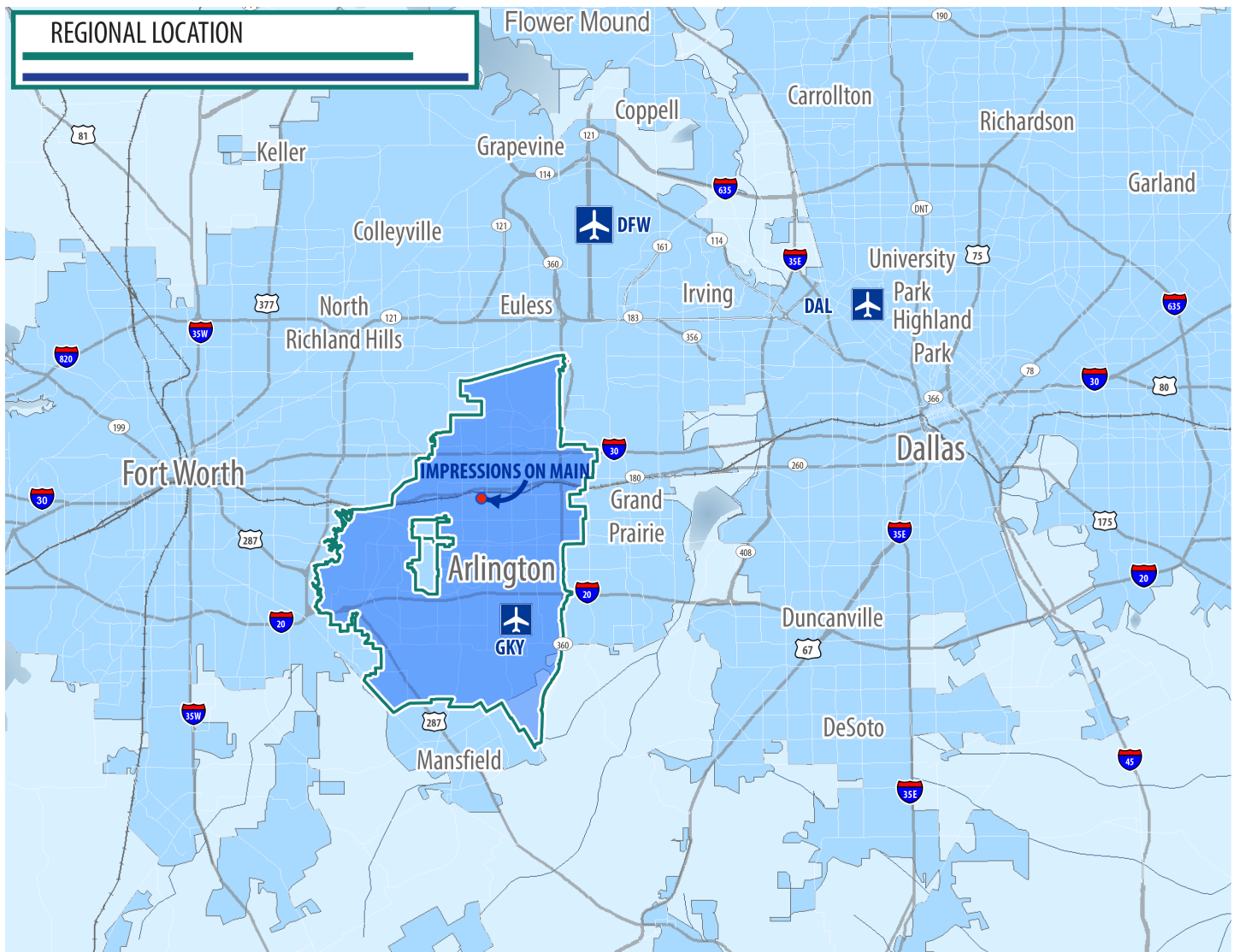
RFP Issued: June 15, 2016

Proposal Deadline: 2:00 PM Central Time, August 16, 2016

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I. INTRODUCTION AND GENERAL INFORMATION

A. Introduction

The City of Arlington is owner of the Properties containing approximately 2.154 acres of land. The City would like to offer the Properties for redevelopment by a qualified developer who will develop it with a high quality product recognized as a model of exemplary construction. The Properties are situated in the heart of Arlington as well as the gateway to the University of Texas at Arlington. Furthermore, Arlington offers a premier Entertainment District that serves as home to Six Flags Over Texas, Six Flags Hurricane Harbor, the Texas Ranger's Ballpark, AT&T Stadium, Legends of Game Baseball Museum, International Bowling Campus, Dr. Pepper Youth Ballpark, Experience Arlington Interactive Welcome Center and other entertaining and shopping venues.

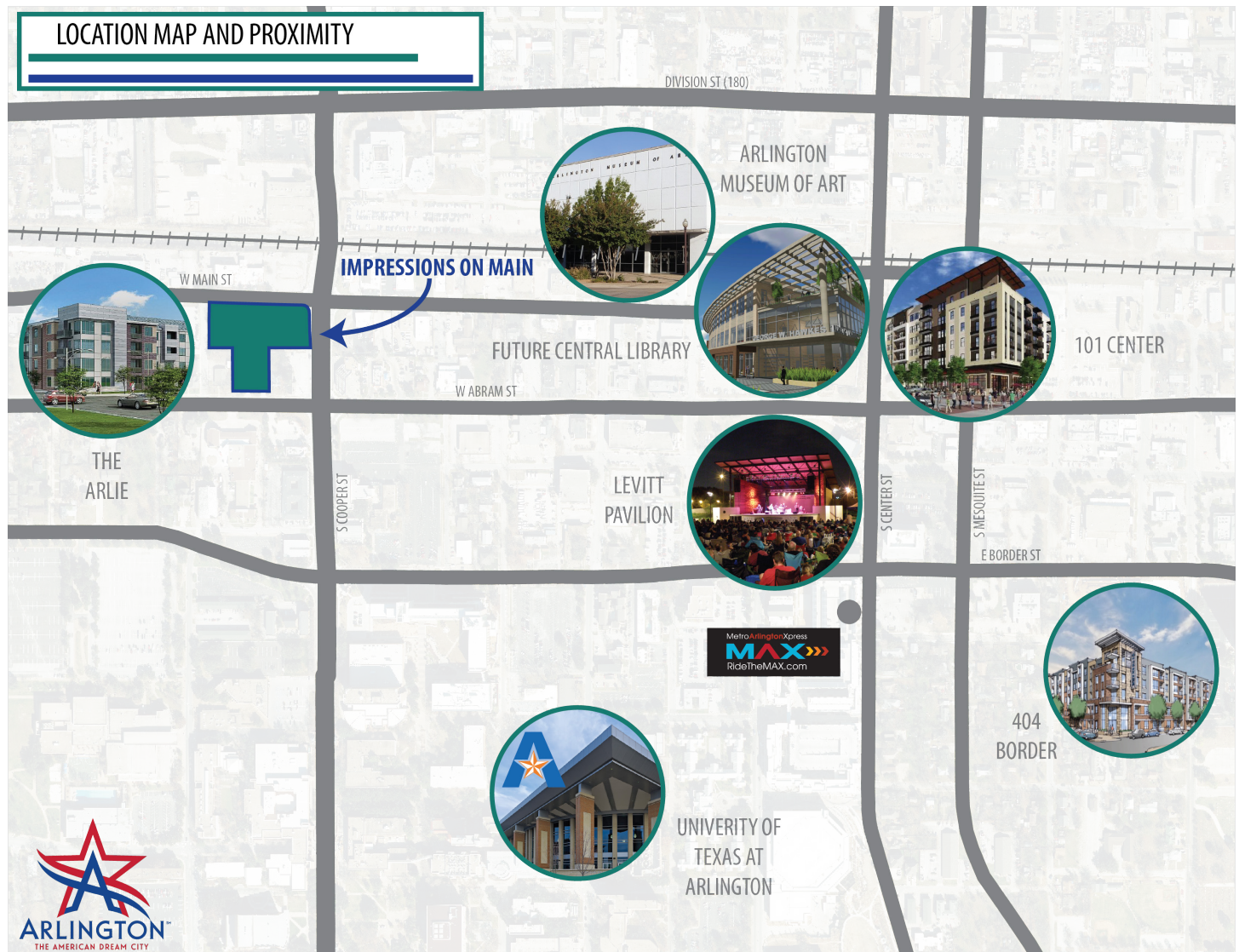
The minimum bid is \$584,200.

Bid security in the amount of five percent (5%) of the minimum bid must accompany proposer's bid. The bid security will be in the form of cashier's check. The bid security must be in a separate, sealed envelope labeled bid security, with the bidder's name and the RFP number indicated.

The five percent (5%) is not to be considered as a penalty, but shall be deemed, taken and treated as reasonable liquidated damages. The sum of money is fixed and agreed on between the bidder and the City because of the impracticability and extreme difficulty of fixing and ascertaining actual damages to City.

A bidder may withdraw from the negotiation process at any time prior to the projected date of completion for the contract of sale and forfeit the security deposit. The withdrawal shall be in writing, signed by the same individual that signed the proposal and delivered to the City on the proposal due date.

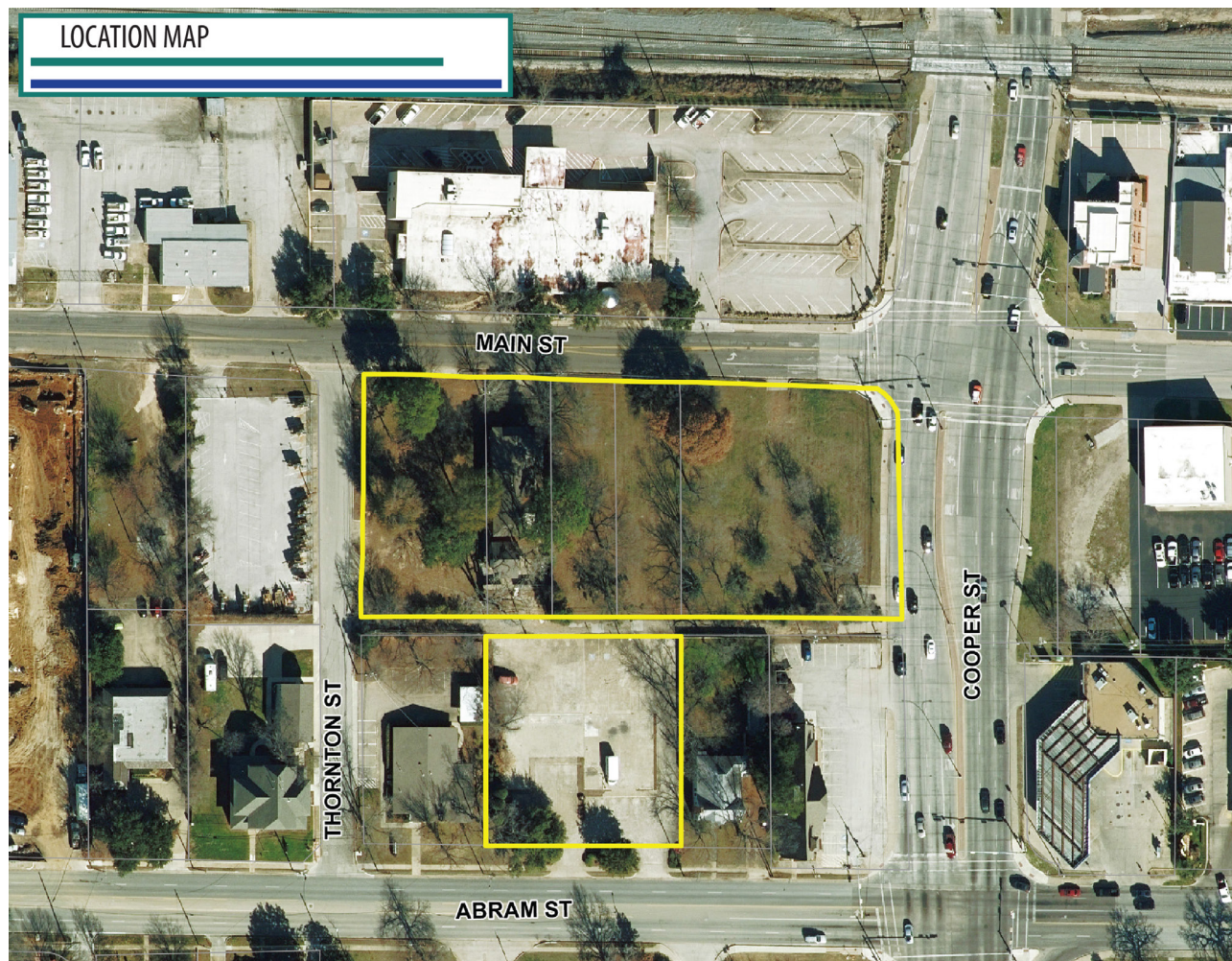
The City of Arlington is soliciting proposals through this offering from developers with relevant experience in new construction with a primary emphasis on mixed use development (e.g. residential, retail, office, and restaurant components). The subject properties may require rezoning and re-platting. It is anticipated that the selected developer will utilize the City's development process to undertake proposed activities.



B. Property Description

A legal description of the Properties are found on the attached Exhibit A, incorporated herein for all intents and purposes.

The addresses for the Properties are 100 South Cooper Street, 704, 706, 708 and 710 West Main Street and 709 West Abram Street, Arlington, Texas.



C. Timeline

The following table identifies events and deadlines relative to this RFP.

EVENT	DATE	LOCATION
RFP Issued	June 15, 2016	Community Development and Planning Dept., 101 W Abram St, 2nd Floor, Arlington TX 76010 or www.arlington-tx.gov/cdp
Deadline to submit questions	July 1, 2016 5:00PM	Community Development and Planning Dept., 101 W Abram St, 2nd Floor, Arlington TX 76010. Attn: Stuart Young, Real Estate Manager
Response to questions	July 29, 2016	-
Proposal due date	August 16, 2016 2:00PM	Community Development and Planning Dept., 101 W Abram St, 2nd Floor, Arlington TX 76010. Attn: Stuart Young, Real Estate Manager
Anticipated preliminary award	September 30, 2016	-

D. Deadline

Proposals will be date and time stamped upon submission and a receipt will be provided. PROPOSERS MUST PROVIDE ONE ORIGINAL PLUS THREE COPIES OF EACH PROPOSAL. The City of Arlington shall not accept proposals after the deadline. Use of the U. S. Postal Service, private delivery companies or courier services is undertaken at the sole risk of the proposer. It is the proposer's sole responsibility to ensure that the proposal is in the possession of the issuing office by the deadline.

E. Evaluation of Proposals

City of Arlington staff will first examine the proposals to determine their conformance with the Request for Proposals (RFP). Any proposals that are determined to be non-responsive will be rejected. Therefore, proposers should exercise particular care in reviewing the required proposal format as set forth in this RFP. See Section IV for a description of the submittal requirements, and Section V for the evaluation criteria of proposals.

F. Award of the Proposal

The City of Arlington reserves the right to reject any or all proposals, to accept or reject any one or more items of a proposal, or to waive any irregularities or informalities in a proposal.

G. Contact Person

Please submit questions in writing to:

Stuart Young- Real Estate Manager

Community Development and Planning Department

MS 01-0241

101 W. Abram

Arlington, Texas 76010

(817) 459-6581 (Office)

(817) 459-6671(Fax)

Stuart.Young@arlingtontx.gov

H. Information Provided by the City of Arlington

Information included in or provided with this RFP is provided solely for the convenience of the proposers. WHILE THIS INFORMATION IS BELIEVED TO BE ACCURATE, NO REPRESENTATION OR WARRANTY OF ANY KIND IS MADE BY THE CITY OF ARLINGTON AS TO THE ACCURACY OR COMPLETENESS OF THE INFORMATION INCLUDED IN OR PROVIDED WITH THIS RFP. Proposers are solely responsible for conducting such independent due diligence investigations as may be necessary for the preparation of proposals. The City of Arlington and its employees, consultants, agents, and advisors are not responsible for the completeness or accuracy of any information distributed or made available, orally or in writing, during this procurement process.

I. Costs and Expenses of Proposers

The City of Arlington accepts no liability under any circumstances for any costs or expenses incurred by proposers in making a proposal, visiting and evaluating the properties, attending any meetings or interviews, participating in negotiations of the agreement, or in acquiring information, clarifying or responding to any condition, request, or standard contained in this RFP. Each proposer who participates in this procurement process does so at its own expense and risk and agrees that the City of Arlington shall not reimburse any costs incurred during this process, whether or not any award results from the solicitation.

II. TERMS OF OFFERING

The City of Arlington is seeking proposers who are willing and able to develop the Properties in accordance with the goals as stated herein and in compliance with Standards and Controls established for the Properties and other applicable and governing rules and regulations.

The goals of the City of Arlington in seeking development for the Properties include, but are not limited to, the following:

- Ensure that a sound understanding of the Arlington market and high quality standards are applied.
- Ensure the development conforms to the concepts established in this RFP.
- Offer additional benefits to the surrounding community and the City of Arlington as a whole.
- Create a unique and innovative quality mixed use environment.

III. STANDARDS AND CONTROLS

A. Site Conditions and Terms

- 1 The Properties will be offered to a developer who will develop it with a high quality product that serves as a model of exemplary urban design consistent with the downtown environment.
- 2 Conveyance shall be deemed to include all interest, if any, of CITY in and to any strips or gores between the Properties and all abutting

properties, SAVE AND EXCEPT; there shall be expressly reserved to CITY, and CITY's successors and assigns forever, all oil, gas, and other minerals, if available, of every kind or character in, on, under or that may be produced from the Land and every part thereof.

- 3 The Properties will be offered in "as is" condition. The Properties may or may not contain environmental hazards that will need to be remediated by the proposer prior to development. The City of Arlington does not make any representation, guaranty, or warranty concerning the site conditions.
- 4 Any residual demolition work on the Properties will be the responsibility of the developer.
- 5 The development will be required to meet the standards established by the City of Arlington's design and development standards in the Unified Development Code (UDC) and other applicable ordinances and codes.

B. Use of Property

- The City of Arlington is committed to creating a thriving and vibrant mixed-use environment at this one-of-a-kind location in the city. This site is within the Downtown Overlay (DO) and provides an opportunity to integrate primarily a mixed use retail/residential/restaurant development with other complimentary uses with public spaces, beautiful streetscapes, and pedestrian activity, which is highly desired in the current marketplace.
- The development should respond to the context of the surrounding environment and demonstrate how it relates to the present and future needs of the City of Arlington.
- Rezoning of the Properties may be required through the City's development process. (Current property zoning: Downtown Neighborhood Overlay- Neighborhood Commercial DNO-NC, Downtown Neighborhood Overlay-Community Commercial, DNO-CC, Downtown Neighborhood Overlay- Office Commercial DNO-OC, and Downtown Neighborhood Overlay- Residential Multi-

Family 22 DNO-RMF-22.) Please refer to the Department of Community Development and Planning's website at <http://www.arlingtontx.gov/cdp> for additional information regarding zoning and development requirements.

C. Financing Assumptions

The selected proposer will indicate a bid amount for the purchase of the Properties. Please use the attached Cover Sheet, Exhibit B. The following assumptions shall apply.

- 1 It is recommended that the selected proposer should obtain private construction financing for the development costs including re-zoning, re-platting and infrastructure needs prior to the approval of a sales contract. Once a sales contract is executed by the proposer, sufficient financing commitment documentation will be requested and should be submitted by proposer. The financing documentation will be reviewed by the City, and additional documentation may be requested before the Sales Contract is brought before the Arlington City Council.
- 2 The remainder bid amount shall be paid to the City of Arlington at closing.
- 3 The selected proposer shall provide a documented source for the bid amount.
- 4 Ownership of the Properties will be transferred to the selected proposer; however, restrictive covenants may be recorded to ensure the developer meets established timelines, and established development guidelines.
- 5 The selected proposer is expected to indicate the amount, if any, and manner of contribution requested from the City. Example: Waiver of City Development Fees and participation in public infrastructure costs.

D. Design Guidelines

- Proposals should include site and building designs that are attractive, unique, and aesthetically pleasing to the surrounding environment.

- A vibrant mix of uses including residential, retail, and restaurant components. The inclusion of and collaboration with owners/developers of adjoining vacant land is encouraged to help achieve the mixed use environment objective.
- Proposals should describe landscape elements and treatments for the project, and should utilize native-adapted and drought-tolerant trees and plant varieties that accentuate the overall quality of the development.
- The use of energy-efficient and environmentally-sensitive materials in the project will be viewed favorably.
- Proposals should list the site and building design and development standards proposed for the project.
- Proposals should describe or illustrate the proposed locations of all streets, access points, parking areas and/or structures, buildings, and public space in the project area.
- Proposals should provide illustrative site and building plans, including building elevations that indicate exterior wall materials, color, texture, design, and height that meet the standards of the City's Unified Development Code.
- Proposals that provide a street framework and design that supports a high level of connectivity, provides development flexibility over time, and encourages pedestrian activity will be viewed favorably.
- In addition, the general design and development standards must comply with Article 5, Section 5.8.1 Downtown District Overlay (DO), of the City's Unified Development Code (UDC). For more information and to view the UDC visit www.arlington-tx.gov/cdp.

E. Additional Proposer Responsibilities

- 1 The proposer shall be responsible for obtaining all permits, standard regulatory approvals, platting approvals, approvals for zoning changes and appeals, or regulatory changes of any kind, as well as any required engineering and environmental studies, unless otherwise requested to be waived

or paid by the City in the response to this proposal and agreed to in writing by the City.

- 2 All closing costs shall be borne by the proposer including, but not limited to, ordering of lien sheets, any applicable recordation taxes, or other charges.
- 3 Any costs of appraisals, surveys, legal descriptions, and any other typical development "soft costs" shall be borne by the proposer.
- 4 Proposers may be asked to respond to follow-up questions from the City of Arlington.
- 5 Proposers may be requested to attend one or more public meetings at their own expense to present their development plan/concept and answer questions from the public.

IV. PROPOSAL SUBMISSION REQUIREMENTS

A. General Requirements

Submission of a proposal shall constitute acknowledgment and acceptance of all the terms and conditions contained in this RFP. Once submitted, proposals in response to this RFP cannot be altered without the City of Arlington's express written consent and become the property of the City of Arlington as part of its procurement records. Proposals may be modified in writing at any time prior to the due date and time.

B. Compliance with RFP

All proposals must be in compliance with this RFP. Each proposer must furnish the information required by the RFP. Proposals submitted without requested information and or the forms included in the RFP will be considered non-responsive and rejected. Any alteration of the wording in the RFP by the proposer may result in rejection of the proposal.

No lobbying of City employees, City officials, or City Council members will be permitted. The City of Arlington will not provide information about its determination or any proposals received until after the award of the contract.

C. Proposal Delivery and Acceptance

Proposals must be received at the Community Development and Planning Department, City of Arlington, MS-0241, 2nd floor, 101 W. Abram, Arlington, Texas 76010. Proposals must be received no later than 2:00 PM Central Time, August 16, 2016. The City of Arlington will not be responsible for failure of services on the part of the U.S. Postal Office, courier companies, or any other form of delivery service chosen by the bidder. Late bids will be returned to the bidder unopened. The time stamp in the Community Development and Planning Department is the time of record for the receipt of the proposal.

Proposer must submit one (1) original and three (3) numbered copies of each proposal totaling four (4) submissions of each proposal, plus one electronic copy (.pdf format preferred) in a sealed envelope or box. All proposals must have a table of contents and each section tabbed. Proposers shall mark the RFP number, due date, and company name clearly on the outside of the box or envelope.

D. Explanations and Clarifications

Requests for explanations or clarifications may be emailed, faxed or mailed to the contact person identified in section I-G. Any explanation, clarification, or interpretation desired by a proposer regarding any part of the RFP must be requested in writing from the Real Estate Manager of Community Development and Planning no later than 5:00 PM Central Time, July 1, 2016.

All requests must be received by the dates specified on the cover page and clearly identify the proposers company name, point of contact and RFP number. Nothing stated or discussed orally during any conversation interview or other session shall alter, modify or change the requirements of this RFP. Only interpretations, explanations or clarifications of this RFP and answers to questions that are incorporated into a written amendment or addendum to this RFP issued by the City of Arlington shall be considered by proposers. All amendments or addenda will be distributed to each person/company that registers with the Community Development and Planning Department and requests a copy of all amendments to this RFP, but it shall be the responsibility of the proposer to make inquiries as to the addenda issued. All such amendments or addenda shall become a part of this RFP, and all proposers shall be bound by such amendments or addenda. Each

amendment or addendum issued will be on file in the Community Development and Planning Department.

E. Ambiguity, Conflict or Errors in RFP

Proposers are expected to carefully examine all documents that make up the RFP. The City of Arlington assumes no responsibility for any errors or misrepresentations that result from the use of an incomplete RFP. If a proposer discovers any ambiguity, conflict, discrepancy, omission, or other error in this RFP, it shall immediately notify the City of Arlington of such error in writing and request modification or clarification of the document. The City of Arlington will make modifications by issuing a written revision and will give written notice to all parties who have registered as receiving a copy of the RFP from the City. The proposer is responsible for clarifying any ambiguity, conflict, discrepancy, omission, or other error in the RFP prior to submitting the proposal. Implied requirements: products and services that are not specifically requested in this RFP, but which are necessary to provide the functional capabilities proposed by the proposer, should be included in the proposal.

F. Proprietary Information

All material submitted to the City becomes public property and is subject to the Texas Public Information Act upon receipt. Any material that is to be considered confidential in nature must be clearly marked as such and shall be treated as confidential to the extent allowable under the Texas Public Information Act. Trade secrets, proprietary and/or confidential information **MUST** be placed in a separate envelope marked “CONFIDENTIAL INFORMATION” and EACH PAGE must be marked “CONFIDENTIAL INFORMATION.” Failure to identify proprietary information will result in all unmarked sections being deemed non-proprietary and available upon public request.

In the event that the City of Arlington receives a request for information that a proposer has previously marked as proprietary or confidential, the City of Arlington will request a decision from the Texas Attorney General on the matter and will notify the proposer in accordance with the Texas Public Information Act. The final decision as to what information must be disclosed lies with the Texas Attorney General.

G. Cancellation or Modification of RFP and Rejection of Any and All Proposals

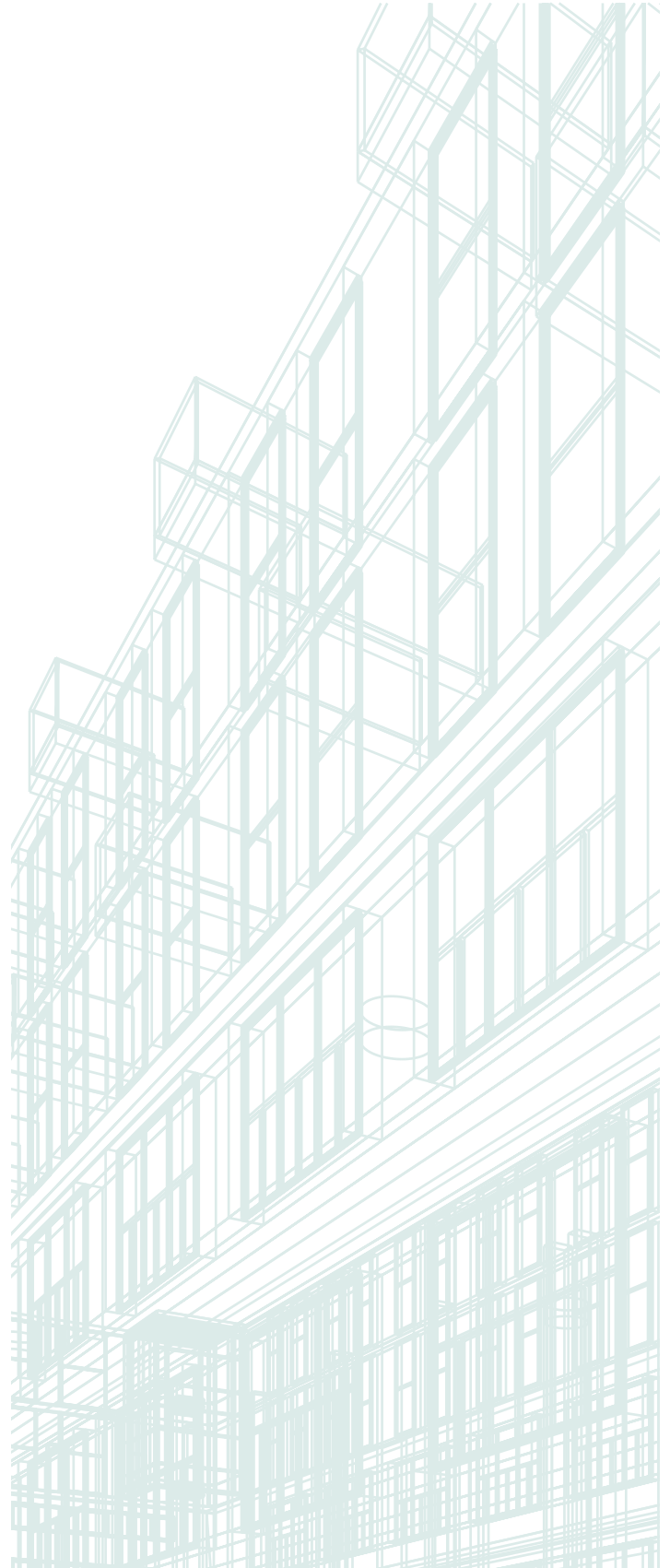
The City of Arlington reserves the right to withdraw this RFP at any time and for any reason and to issue such clarifications, modifications, and/or amendments, as it may deem appropriate. If there is any disagreement or discrepancy between this RFP and any supplement or amendment, the most recent supplement or amendment shall govern. The City of Arlington reserves the right to waive irregularities in proposals, if such action is in the best interest of the City of Arlington. Any such waiver shall not modify any remaining RFP requirements or excuse the proposer from full compliance with the RFP specifications and other contract requirements if the proposer is awarded the contract. The City of Arlington shall accept all proposals for review that are prepared and submitted in conformance with this RFP, but reserves the right to accept or reject in whole or in part any or all proposals submitted. The City of Arlington reserves the right to request clarifications or corrections to proposals. The unreasonable failure of a proposer to promptly supply information in connection with such a request may be grounds for determination of non-responsiveness and rejection of the proposal. Receipt of a proposal by the City of Arlington or submission of a proposal to the City of Arlington confers no rights upon the proposer, nor does it obligate the City of Arlington in any manner. The City of Arlington reserves, at its sole discretion, the right to determine which proposers are qualified to provide services requested in this RFP.

The City of Arlington, in its sole discretion, may exclude a proposer from further participation in the negotiation process if it determines that the proposer is severely falling behind in the negotiations, without any apparent or documented reason for such delay. The notification of such exclusion from further negotiation shall be in writing, signed by the City of Arlington's signature authority, and delivered to the proposer by certified mail.

H. Conducting Investigations/Requesting Supplementary Information

The City of Arlington reserves the right to conduct investigations with respect to the qualifications, experience and representations of the proposer and proposer team members and to require proposers to supplement, clarify or provide additional information in order for the City of Arlington to evaluate proposals submitted. Each proposer

and proposer team member, through its request for receipt of this RFP and participation in this procurement, consents to such investigations.



I. Proposers Indemnification of the City of Arlington

PROPOSER DOES HEREBY AGREE TO WAIVE ALL CLAIMS, RELEASE, INDEMNIFY, DEFEND AND HOLD HARMLESS THE CITY OF ARLINGTON AND ALL OF ITS OFFICIALS, OFFICERS, AGENTS AND EMPLOYEES, IN BOTH THEIR PUBLIC AND PRIVATE CAPACITIES, FROM AND AGAINST ANY AND ALL LIABILITY, CLAIMS, LOSSES, DAMAGES, SUITS, DEMANDS OR CAUSES OF ACTION INCLUDING ALL EXPENSES OF LITIGATION AND/OR SETTLEMENT, COURT COSTS AND ATTORNEY FEES WHICH MAY ARISE BY REASON OF INJURY TO OR DEATH OF ANY PERSON OR FOR LOSS OF, DAMAGE TO, OR LOSS OF USE OF ANY PROPERTY OCCASIONED BY ERROR, OMISSION, OR NEGLIGENT ACT OF PROPOSER, HIS OFFICERS, AGENTS, EMPLOYEES, SUBCONTRACTORS, INVITEES OR AN OTHER PERSON, OR FOR ANY CLAIM, LOSS DAMAGE, SUITS, DEMAND OR CAUSE OF ACTION RELATING TO THE PROPOSAL, AWARD, NEGOTIATION, OR SELECTION OF PROPOSER ARISING OUT OF OR IN CONNECTION WITH THIS RFP, AND PROPOSER WILL AT HIS OR HER OWN COST AND EXPENSE DEFEND AND PROTECT THE CITY OF ARLINGTON FROM ANY AND ALL SUCH CLAIMS AND DEMANDS.

PROPOSER DOES HEREBY AGREE TO WAIVE ALL CLAIMS, RELEASE, INDEMNIFY, DEFEND AND HOLD HARMLESS THE CITY OF ARLINGTON AND ALL OF ITS OFFICIALS, OFFICERS, AGENTS AND EMPLOYEES, IN BOTH THEIR PUBLIC AND PRIVATE CAPACITIES, FROM AND AGAINST ANY AND ALL CLAIMS, LOSSES, DAMAGES, SUITS, DEMANDS OR CAUSES OF ACTION, AND LIABILITY OF EVERY KIND INCLUDING ALL EXPENSES OF LITIGATION AND/OR SETTLEMENT, COURT COSTS AND ATTORNEY FEES FOR INJURY OR DEATH OF ANY PERSON OR FOR LOSS OF, DAMAGES TO, OR LOSS OF USE OF ANY PROPERTY OCCASIONED BY ERROR, OMISSION, OR NEGLIGENT ACT OF THE CITY OF ARLINGTON, ITS OFFICERS, AGENTS, EMPLOYEES, SUBCONTRACTORS, INVITEES OR ANY OTHER PERSON, OR FOR ANY CLAIM, LOSS, DAMAGE, SUIT, DEMAND OR CAUSE OF ACTION RELATING TO THE PROPOSAL, AWARD, NEGOTIATION, OR SELECTION OF PROPOSER ARISING OUT OF OR IN CONNECTION WITH THIS RFP, AND PROPOSER WILL AT HIS OR HER OWN COST AND EXPENSE DEFEND AND PROTECT THE CITY OF ARLINGTON FROM ANY AND ALL SUCH CLAIMS AND DEMANDS. SUCH INDEMNITY SHALL APPLY WHETHER THE CLAIMS, LOSSES, DAMAGES, SUITS, DEMANDS OR CAUSES OF ACTION ARISE IN WHOLE OR IN PART FROM THE NEGLIGENCE OF THE CITY OF ARLINGTON, ITS OFFICERS, OFFICIALS, AGENTS OR EMPLOYEES. IT IS THE EXPRESS INTENTION THAT THE INDEMNITY PROVIDED FOR IN THIS PARAGRAPH IS INDEMNITY BY THE PROPOSER TO INDEMNIFY AND PROTECT THE CITY OF ARLINGTON FROM THE CONSEQUENCES OF THE CITY OF ARLINGTON'S OWN NEGLIGENCE, WHETHER THAT NEGLIGENCE IS A SOLE OR CONCURRING CAUSE OF THE INJURY, DEATH OR DAMAGE.

IN ANY AND ALL CLAIMS AGAINST ANY PARTY INDEMNIFIED HEREUNDER BY ANY EMPLOYEE OF PROPOSER, ANY SUBCONTRACTOR, ANYONE DIRECTLY OR INDIRECTLY EMPLOYED BY ANY OF THEM OR ANYONE FOR WHOLE ACTS ANY OF THEM MAY BE LIABLE, THE INDEMNIFICATION OBLIGATION HEREIN PROVIDED SHALL NOT BE LIMITED IN ANY WAY BY ANY LIMITATION ON THE AMOUNT OR TYPE OF DAMAGES, COMPENSATION OR BENEFITS PAYABLE BY OR FOR PROPOSER OR ANY SUBCONTRACTOR UNDER WORKMAN'S COMPENSATION OR OTHER EMPLOYEE BENEFITS ACT.

BY SUBMISSION OF A RESPONSE TO RFP, PROPOSER AGREES THAT IT SHALL BE BOUND BY THE INDEMNIFICATION AND REMEDY PROVISIONS OF THIS RFP. IF ANY LIABILITY CLAIMS, LOSSES, DAMAGES, SUITS, DEMANDS OR CAUSES OF ACTION ARISE OUT OF RFP, THE CITY OF ARLINGTON MAY SEEK PAYMENT OF ANY EXPENSES INCURRED IN DEFENSE, SETTLEMENT, OR PAYMENT OF ANY JUDGEMENTS, COSTS, FEES, CHARGES, EXPENSES, OR ANY EXPENDITURE NECESSARY DUE TO THE LIABILITY, CLAIMS, LOSSES, DAMAGES, SUITS, DEMANDS OR CAUSES OF ACTION THAT ARISES OUT OF RFP FROM THE PROPOSAL SECURITY PROVIDED BY PROPOSER PURSUANT TO THIS RFP.

J. Proposal Contents

Proposers are required to submit the following information in the format described below and in sufficient detail to enable the City of Arlington to give ample consideration to the proposal. Additional information regarding formatting, presentation and delivery of the proposal is found in this section under Submission Instructions.

Tab A: DEVELOPER CAPACITY & EXPERIENCE

- Each proposal must include a cover letter signed by an officer authorized to make a binding contractual commitment for the firms or organizations in the development team.
- Each proposal must include complete information. List one reliable, lead contact for the development team. Please include primary and alternate phone numbers. Please provide an organizational chart of the proposing organization, as well as relevant affiliates and ownership interest of each.
- Provide a narrative statement describing the previous experience of the proposer and development team. Provide specific information on projects that are similar in scale and character to the proposed development, including the nature and total development cost of each project, the project manager's name, and contact information from at least one participating lending institution. Emphasize any exceptional or unique qualifications of the proposer. Please provide names, phone numbers, and addresses for bank (1 or more), credit or trade (3) and professional references.
- Provide resumes of the project team, including, if applicable, architect, engineers of all appropriate disciplines, contractor and/or construction manager, marketing agent and property management firm. Resumes should include a description of experience and completed projects that the reviewers may visit. If not provided as part of the references above, please provide a minimum of three references for each key project team member.
- Please provide a list of all properties owned or managed by the development entity and any principal with at least ten percent (10%) interest in the development entity.

Tab B: DEVELOPMENT CONCEPT

- Provide a narrative of the project describing the scope of work, scale and character of the project, and any and all conditions thereon. The narrative also must contain a description of the construction quality and internal aesthetics, in addition to any benefits and services to the community.
- Provide a visual representation of the proposed development. In addition provide schematic plans that include typical floor plan(s) and elevations of front, side and rear views. Such visual representation need not be elaborate or costly, but should offer the City of Arlington a clear picture of the proposed end result. Plans that are attractive and aesthetically compatible with the surrounding environment and which include amenities are preferred.
- The design proposal must meet or exceed the requirements of the RFP as well as meet current City of Arlington new construction building requirements. All construction will require City of Arlington permits and inspections.
- The City of Arlington enforces the International Energy Conservation Code (IECC). Green building techniques are encouraged as well as measures producing energy efficiency gains.

Tab C: BENEFITS TO THE CITY AND COMMUNITY

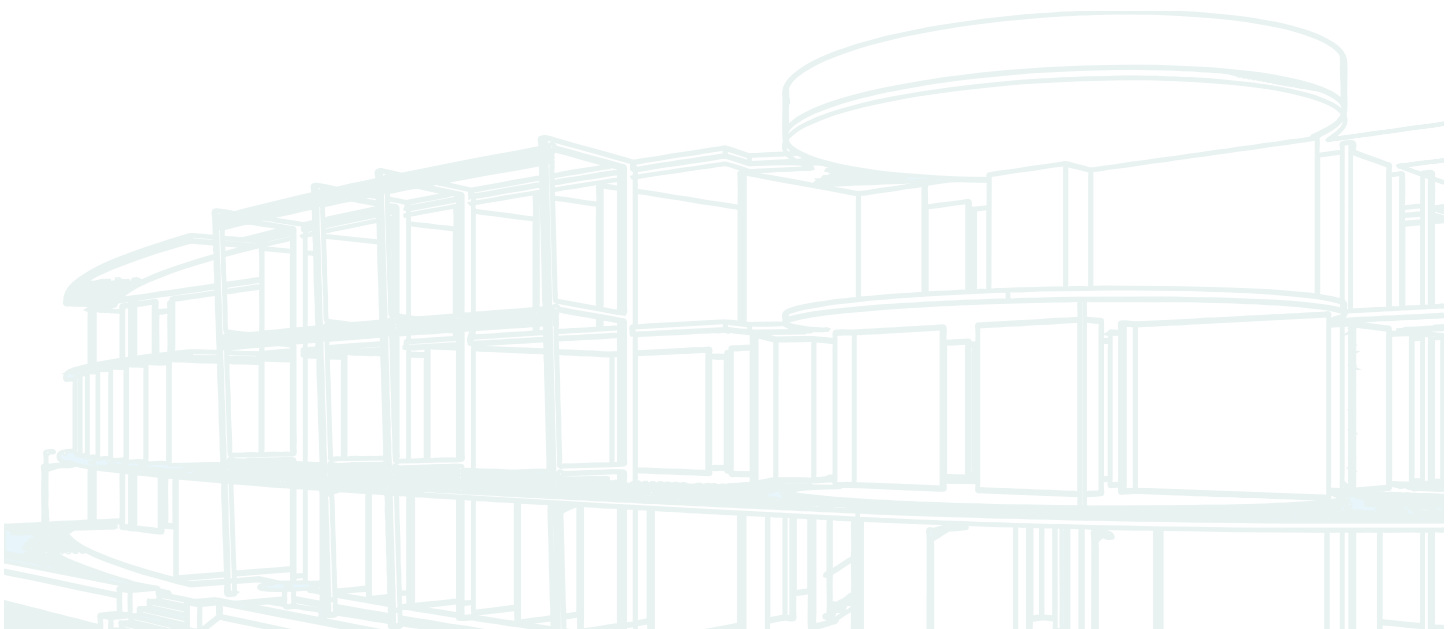
- Please describe the financial impact to the City that will result from the proposed development. Include purchase price, increased ongoing tax revenue and such secondary impacts, as appropriate.
- Indicate any elements of the proposed project, to include open space, pedestrian facilities, landscaping, and other elements that will provide specific amenities and/or benefits to the immediate and surrounding community and the City of Arlington as a whole.

Tab D: FEASIBILITY

- Provide a narrative statement explaining the economic feasibility of the proposed development. Include any market assumptions that support revenue projections. It is suggested that proposers provide supporting documentation for the market assumptions. Examples might include opinions of brokers, market studies and analysis of comparable leased space.
- Provide a development budget indicating the estimated costs of redeveloping the site. Include in this budget the estimated “hard” and “soft” costs for the actual project. Provide documentation for your sources. Provide a summary of the assumptions on which these estimates are based, such as previous comparable projects or estimates provided by contractors. Submit completed development budget worksheet and funding sources.
- Provide a Sources and Uses of Funds Statement identifying the estimated amount of debt and equity financing by source, and “hard” and “soft” costs. Disclosures of terms and sources for all sources of funds must be included. A commitment letter from a lending institution is preferred. Proposer must provide a summary of the source funds that includes a timetable of when applications are available and when awards are made. In addition, describe the applicability of the project to the goals of the funding.
- Provide a detailed project timeline for the project from award of City of Arlington contract through the various stages of construction to completion.

K. Submission Instructions

- 1 Proposals must include, at a minimum, the requirements listed in this RFP and may include any background or other supporting information that the proposer feels necessary. They should be prepared in a professional manner and in the format described in this RFP.
- 2 The City of Arlington will not be limited to the information provided by the proposer, but may utilize other sources of information useful in evaluating the capabilities of the proposer. Additional information or modifications to proposals may be requested of any proposer.
- 3 The City of Arlington may in its sole discretion, cancel this RFP, in whole or in part. The City of Arlington may in its sole discretion reject any or all proposals.



V. EVALUATION CRITERIA

The City of Arlington will review proposals based on a scale of 100 points. The City of Arlington will utilize the following criteria to evaluate the proposals received.

Criteria used in evaluation of proposals include, but are not limited to, the following:

A. Developer Capacity and Experience (30 Points)

- The development team has a satisfactory record of past performance as demonstrated by the proposer's experience in planning, constructing, marketing, managing and completing on time projects similar in size and scope to the proposed project.
- The proposer has a history of successfully completing similar projects.
- The proposer has a record of accomplishment of successful negotiations with governmental entities and/or community members on completed development projects.
- Proposer has satisfactory references including names, phone numbers, and addresses for bank, credit, trade and professional references.
- Proposer has a satisfactory financial standing to complete the project, based on available assets and proposed equity in the project.

B. Quality of Development Concept (30 Points)

- Quality of scope of work, scale and character of the project.
- Attractiveness and aesthetic compatibility with the surrounding environment. Quality of amenities such as a community gathering space, a park, or other green space.
- Meeting or exceeding the requirements of the RFP, City of Arlington building requirements, and overall quality construction and internal aesthetics.

C. Benefits to the City and Community (20 Points)

- Provide direct financial benefits to the City of Arlington that include, but are not limited to incremental tax revenues, secondary financial impacts, and long-term economic growth.
- Providing benefits to the community that includes, but is not limited to, streetscape improvements, landscaping, and neighborhood services.

D. Project Feasibility (20 Points)

- Project is economically sound and based on established financial principles and supported market assumptions. This will be determined by reviewing the market study, development budget, summary of assumptions, and documented sources and uses of funds statement.
- The proposer has the ability to provide or obtain sufficient financial resources to successfully negotiate a Contract of Sale with the City and to start and complete the project in a timely manner.
- Project does not face insurmountable regulatory hurdles or constraints.

VI. DEVELOPMENT PROCESS

A. Development Oversight

The selected proposer must agree to the review and guidance of the Community Development and Planning Department in the preparation of plans in conformance with this RFP, the Uniform Development Code, and other applicable codes and ordinances of the City of Arlington.

VII. RIGHTS RESERVED BY THE CITY OF ARLINGTON

The City of Arlington reserves the right in its sole discretion to recommend the award of a contract related to this RFP based upon the written proposals received by the City of Arlington without prior discussion or negotiation with respect to those proposals. All portions of this RFP will be considered to be part of the contract and will be incorporated by reference. Any contract awarded in connection with the RFP will be subject to approvals as

required by the Arlington City Council.

As part of the evaluation process, the City of Arlington specifically reserves the right to review and approve the drawings, plans and specifications for development with respect to their conformance with the goals and requirements of this RFP.

The City of Arlington also reserves the right to refuse to approve any such drawings, plans or specifications that are not suitable or desirable, in its opinion, for aesthetic or functional reasons; and in so passing upon such drawings, plans and specifications, it shall have the right to take into consideration, but shall not be limited to, the suitability of the development plan, architectural treatment, building plans and elevations, materials and color, construction details, access, parking, loading, landscaping, identification signs, exterior lighting, refuse collection details, street, sidewalks and the harmony of the plan with the surroundings.

The City of Arlington reserves the right to accept or reject any and all proposals, at its sole discretion, received as a result of this RFP, to waive minor irregularities, and to conduct discussions with all responsible proposers, in any manner necessary, to serve the best interest of the City of Arlington.

The City of Arlington reserves the right to request additional information from any or all proposers if necessary to clarify statements or data contained in the proposals.

The City of Arlington reserves the right to reject any proposal as a result of misrepresentation of any information contained in the proposal.

While it is the present intention of the City of Arlington to carry out the development of the Properties as identified in this RFP as soon as practicable, nothing contained in this RFP shall be construed as a warranty or commitment on the part of the City of Arlington to be obligated to make conveyance of the property. The City of Arlington shall not be liable for any costs, damages, injuries, or liabilities caused to or suffered or incurred by the Developer, its successors or assigns in connection with, or as a result of the City of Arlington's inability to deliver clear title promptly to the Properties.

VIII. ADMINISTRATIVE INFORMATION

A. Issue Date

The issue date of this RFP is June 15, 2016.

B. Issuing Office

This RFP is issued by the City of Arlington, Community Development and Planning Department, P.O Box 90231, MS 01-0241, 2nd floor, 101 W. Abram, Arlington, Texas 76010.

C. Obtaining RFP

The RFP will be made available free of charge. The RFP may be picked up at the Community Development and Planning Department, 2nd floor, 101 W. Abram, Arlington, Texas, between 8:00 a.m. and 5:00 p.m., weekdays. Proposals are also downloadable from the City of Arlington's website at www.arlingtontx.gov.

D. Property Inspections

No access to the Properties is granted in association with this RFP and permission is required to gain access to the Properties.

E. Revisions and Addenda

Should it become necessary to revise any part of this RFP, provide additional information necessary to adequately interpret provisions and requirements of this RFP, an Addendum to the RFP shall be provided to all proposers who picked up the RFP in person and provided their contact information. The City of Arlington will also appropriately update the web version of the RFP should any such revisions or addenda be necessary. Because the City of Arlington may not have contact information for proposers who choose to acquire the RFP from the City of Arlington website, it is recommended that such entities review subsequent postings periodically to maintain current information about the offering.

F. Deadline

The deadline for receipt of proposals is 2:00 PM Central Time, August 16, 2016. Proposals will be dated and time stamped upon submission and a receipt will be provided. The City of Arlington shall not accept proposals after the deadline. Use of the U.S. Postal Service, private delivery companies or courier services is undertaken at the sole risk of the proposer. It is the proposer's sole responsibility to ensure that the proposal is in the possession of the issuing office by the deadline.

G. Submitting Responses to RFP

All proposals must be delivered to:

City of Arlington

Attn: Stuart Young- Real Estate Manager

Community Development and Planning Department

2nd floor

101 W. Abram

Arlington, TX 76010

ONE (1) ORIGINAL PLUS THREE (3) COPIES TOTALING FOUR (4) SUBMISSIONS OF EACH PROPOSAL, PLUS ONE ELECTRONIC COPY (.PDF FORMAT PREFERRED) AND ALL MATERIALS TOGETHER IN ONE ENVELOPE OR PACKAGE IF POSSIBLE. ALL PROPOSALS MUST HAVE A TABLE OF CONTENTS AND EACH SECTION TABBED.

H. Incurring Expenses

The City of Arlington shall not be responsible for nor in fact will pay any cost incurred by any proposer in preparing and submitting a proposal or requested supplemental information in response to the RFP.

I. Public Information Act Notice

The City of Arlington commits to handling all information regarding financial assets and holding of proposers in strictest confidence. Proposers should give specific attention to identifying any additional portions of their proposals that they deem to be confidential, proprietary information, or trade secrets and provide any justification why such material, should not be disclosed by the City of Arlington under the Texas Public Information Act Chapter 552 of the Texas Government Code.

J. Compliance with the Law

By submitting an offer in response to this RFP, the proposer selected for award agrees that it will comply with all Federal, State, and City laws, rules, regulations, and ordinances applicable to its activities and obligations under this RFP.

END OF RFP DOCUMENT



EXHIBITS

THE IMPRESSIONS ON MAIN

A MIXED-USE DEVELOPMENT

WEST MAIN STREET AT NORTH COOPER STREET

Exhibit A

Legal Description

Tract 1 (710 West Main Street): 0.3825 of an acre, more or less, out of the E. Daggett Survey, A-430, being Lot 17R, Block 2, Jordan Addition, an Addition to the City of Arlington, Tarrant County, Texas, according to the revised plat recorded at Volume 388-9, Page 417 of the Plat Records of Tarrant County, Texas, such property being also known by street address as 710 West Main Street, Arlington, Texas 76013, and being more particularly described in that certain Warranty Deed dated December 11, 2012 from Young Life, a Texas Non-Profit Corporation, to City of Arlington, Texas, a municipal corporation as recorded in Instrument Number D212306338, Official Public Records, Tarrant County, Texas.

Tract 2 (708 West Main Street): 0.2029 of an acre, more or less, out of the E. Daggett Survey, A-430, being Lot 16R, Block 2, Jordan Addition, an Addition to the City of Arlington, Tarrant County, Texas, according to the revised plat recorded at Volume 388-9, Page 417 of the Plat Records of Tarrant County, Texas, such property being also known by street address as 708 West Main Street, Arlington, Texas 76013, and being more particularly described in that certain Warranty Deed dated November 26, 2014 from Ferncreek Development, Inc., a Texas corporation, to City of Arlington, Texas, a municipal corporation as recorded in Instrument Number D214260248, Official Public Records, Tarrant County, Texas.

Tract 3 (100 South Cooper Street, 704 & 706 West Main Street): 0.993 of an acre, more or less, out of the E. Daggett Survey, A-430, being all of Lots 11, 12, 13, 14, and part of Lot 10, Block 2, Jordan Addition, an Addition to the City of Arlington, Tarrant County, Texas, according to the plat recorded at Volume 204-A, Page 97 of the Plat Records of Tarrant County, Texas, such property being also known by street addresses as 100 South Cooper Street, 704 West Main Street and 706 West Main Street, Arlington, Texas 76013, and being more particularly described in that certain Warranty Deed dated March 19, 2007 from The Bridge Emergency Youth Services, a Texas non-profit corporation, to City of Arlington, Texas, a municipal corporation as recorded in Instrument Number D207126975, Official Public Records, Tarrant County, Texas.

Tract 4 (709 West Abram Street): 0.577 of an acre, more or less, out of the E. Daggett Survey, A-430, being Lot 6R, Block 1, Jordan Addition, an Addition to the City of Arlington, Tarrant County, Texas, according to the plat recorded at Volume 388-140, Page 4 of the Plat Records of Tarrant County, Texas, such property being also known by street address as 709 West Abram Street, Arlington, Texas 76013, and being more particularly described in that certain Warranty Deed dated March 27, 2009 from Dan Dipert's Travel Service, Inc. aka Dan Dipert Travel Service, Inc., a Texas corporation, to City of Arlington, Texas, a municipal corporation as recorded in Instrument Number D209086017, Official Public Records, Tarrant County, Texas.



EXHIBIT B
COVER SHEET

RFP NUMBER: CDP-16-001

PROPOSAL DUE DATE:

PROPOSAL DUE TIME:

CONTACT:

PROPOSAL FOR:

August 16, 2016

2:00PM

Stuart Young, Real Estate Manager
Community Development and Planning
MS 01-0241
101 W. Abram
Arlington, Texas 76010
E-mail: Stuart.Young@Arlingtontx.gov
Telephone: 817-459-6581

Sealed proposals, one (1) original and three (3) copies, plus one electronic copy (.pdf format preferred) subject to the Terms and Conditions of this RFP and other contract provisions, will be received at the Community Development and Planning Department at the address listed above before the due date and time shown above. Proposals must be returned in a sealed envelope or other appropriate package, addressed to the Real Estate Manager, City of Arlington and have the RFP number, due date, and company name clearly marked on the outside envelope. Late proposals will be returned to the vendor unopened. Proposals may be withdrawn at any time prior to the due date and time shown above. Proposals may not be altered, amended or withdrawn after the due date and time. The period for anticipated preliminary award shall be September 30, 2016.

Company Name and Address:		Company's Authorized Agent:	
		Signature:	
		Name and Title (Typed or Printed)	
Federal ID Number (TIN) or SSN and Name:			
Telephone No.:		Date:	
Fax No.:		Email address:	
BID AMOUNT			
PROPERTY		AMOUNT	
(MIN \$)		\$ _____	
AMOUNT AND TYPE OF CITY RESOURCES REQUESTED (PLEASE INDICATE IF THE PROPOSAL IS INVALID WITHOUT THIS EQUITY CONTRIBUTION BY THE CITY)	Item (i.e. Zoning Application fee)	Amount	
		\$	
		\$	
		\$	
		\$	
		\$	

CITY OF ARLINGTON

COMMUNITY DEVELOPMENT & PLANNING DEPARTMENT

MS 01-0241

101 W ABRAM ST, ARLINGTON, TX 76010

